

REFERENCE TRANSLATION

English translation of the readable source. Original numerical values, product identifiers and source anomalies are retained. Original signatures and seals are available in the linked source document.

[Current company charter](#)

[Original document](#)

Учредительный документ юридического лица ОГРН 1025203014187 в новой редакции представлен при внесении в ЕГРЮЛ записи от 27.02.2024 за ГРН 2245200135090	
	ДОКУМЕНТ ПОДПИСАН УСИЛЕННОЙ КВАЛИФИЦИРОВАННОЙ ЭЛЕКТРОННОЙ ПОДПИСЬЮ
сведения о сертификате эп	
Сертификат:	00D176F3139A176F4EA6596EBAED631ED4
Владелец:	Спорышева Ирина Львовна
Заместитель начальника инспекции	
Действителен: с 31.03.2023 по 23.06.2024	

УТВЕРЖДЕН
общим собранием акционеров
ЗАО «Нижегородский экспедиционный отряд
подводно-технических и аварийно-
спасательных работ»
Протокол от «15» января 2024 г.

УСТАВ
АКЦИОНЕРНОГО ОБЩЕСТВА
«Нижегородский экспедиционный отряд подводно-технических и
аварийно-спасательных работ»

(новая редакция)

г. Нижний Новгород
2024 год

1. GENERAL PROVISIONS

1.1. Joint-Stock Company "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Operations", hereinafter referred to as the "Company", was established in accordance with the Federal Law "On Joint-Stock Companies", the Civil Code of the Russian Federation (hereinafter, the RF Civil Code) and other applicable legislation of the Russian Federation (hereinafter, the RF).

The Company was entered in the Unified State Register of Legal Entities on 29.07.2002 by the Inspectorate of the Ministry of Taxes and Duties of Russia for the Nizhny Novgorod District of Nizhny Novgorod under Primary State Registration Number (OGRN) 1025203014187.

1.2. Full corporate name of the Company: Joint-Stock Company "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Operations".

1.3. Abbreviated corporate name of the Company: JSC "Nizhegorodpodvodstroy".

1.4. Location of the Company: Russian Federation, Nizhny Novgorod.

1.5. Address of the Company: 603163, Nizhny Novgorod, Grebnoy Kanal Embankment, Building 6.

1.6. The Company has a round seal containing its full company name in Russian and indication of its location.

1.7. The Company is established for an indefinite period.

2. OBJECTIVES, SCOPE, TYPES OF ACTIVITIES

2.1. The objective of the Company's activities is to make a profit.

2.2. The Company's principal activity is rental and leasing of water transport vehicles and equipment (OKVED code — 77.34).

Additional types of activities.

- construction of hydraulic engineering structures (OKVED code — 42.91.2);
- dredging, bottom-cleaning and bank-protection works (OKVED code - 42.91.4);
- performance of underwater works, including diving works (OKVED code — 42.91.5);
- non-specialized wholesale trade (OKVED code — 46.9);
- road freight transport activities and transportation services (code OKVED — 49.4);
- inland water passenger transport activities (code OKVED — 50.30);
- rental of inland waterway vessels for passenger transportation with crew (OKVED code - 50.30.2);
- inland water freight transport activities (OKVED code — 50.40);
- towing and manoeuvring services on inland waterways (OKVED code — 50.40.2);
- rental and leasing of other land transport vehicles and equipment (code OKVED - 77.39.1).

2.3. The Company is entitled to carry out other types of activities consistent with its objectives and not prohibited by the legislation of the Russian Federation

3. LEGAL STATUS OF THE COMPANY

3.1. The Company is a non-public joint-stock company.

3.2. In order to achieve the objectives of its activities, the Company may, in its own name acquire and exercise any property and personal non-property rights, enter into any transactions permitted by law, be a plaintiff and defendant in court.

3.3. The Company is liable for its obligations with all property belonging to it.

3.4. The Company is not liable for the obligations of its shareholders. The State and its bodies are not liable for the Company's obligations, just as the Company does not bear liability for the obligations of the State and its bodies.

4. AUTHORIZED CAPITAL AND SHARES OF THE COMPANY

4.1. The Company's authorized capital amounts to 12 914 960,00 (Twelve million nine hundred fourteen thousand nine hundred sixty) rubles 00 kopecks.

4.2. The Company's authorized capital consists of the par value of 3 228 740 (Three million two hundred twenty-eight thousand seven hundred forty) ordinary shares of the Company, with a nominal value of 4 (Four) rubles 00 kopecks each (placed shares).

4.3. In addition to the placed shares, the Company may place ordinary registered shares with a par value of 4 (Four) rubles 00 kopecks each (authorized shares), in the quantity of 3 228 740 (Three million two hundred twenty-eight thousand seven hundred forty) units.

The rights granted by additional shares are similar to those granted by the placed ordinary shares.

4.4. Payment for additional shares shall be determined by the resolution on their placement and may be made in cash or by offsetting monetary claims against the Company.

4.5. The Company's authorized capital may be increased by increasing the par value of shares or placement of additional shares by closed subscription.

The resolution to increase the authorized capital is adopted by the general meeting of shareholders of the Company.

4.6. Placement of shares through a private subscription shall be carried out only pursuant to a resolution of the general meeting of shareholders to increase the Company's charter capital by placement of additional shares, adopted by a three-quarters majority of votes of shareholders—holders of voting shares participating in the general meeting.

4.7. Increase of the Company's authorized capital through placement of additional shares may be carried out at the expense of the Company's property. An increase in the authorized capital of the Company by increasing the nominal value of shares shall be carried out only at the expense of the Company's property.

4.8. The Company's authorized capital may be reduced by reducing par value of shares or reduction of their total number, including by acquisition of a portion of shares, in cases provided for by Federal Law dated 26.12.1995 No. 208-ФЗ "On Joint-Stock Companies" (hereinafter, the JSC Law).

4.9. The resolution to reduce the Company's authorized capital by reducing par value of shares or by acquisition of part of the shares for the purpose of reducing their total number is adopted by the general meeting of shareholders.

The resolution to reduce the Company's authorized capital by reducing the par value of shares is adopted by the Company's general meeting of shareholders by a three-quarters majority of the votes of shareholders holding voting shares and participating in the meeting.

4.10. The Company may acquire shares placed by it pursuant to a resolution of the general meeting of shareholders to reduce the charter capital by acquiring a portion of the placed shares for the purpose of reducing their total number.

The Company may not decide to reduce its authorized capital by acquiring a portion of its placed shares if the par value of the shares remaining in circulation would fall below the minimum authorized capital prescribed by the JSC Law.

Shares acquired by the Company for the purpose of reducing their total number, shall be cancelled upon acquisition.

4.11. The Company may acquire shares placed by it pursuant to a resolution of the general meeting of shareholders, provided that the par value of the shares remaining in circulation amounts to at least 90 percent of the Company's authorized capital.

Shares acquired by the Company do not confer voting rights; they are not counted

when votes are counted, no dividends shall accrue thereon. Such shares must be sold at a price not lower than their market value no later than one year from the date of acquisition. Otherwise, the general meeting of shareholders must adopt a resolution on reduction of the charter capital by cancellation of acquired shares.

4.12. The Company's shareholders may dispose of shares to third parties without obtaining the consent of other shareholders and/or the Company to the disposal of shares.

The Company's shareholders do not have a pre-emptive right to acquire shares, alienated by other shareholders.

4.13. The register of holders of the Company's securities is maintained by a professional securities market participant licensed to carry out activities related to maintaining the register (hereinafter, the Registrar) on the basis of an agreement for the provision of services for maintaining and storing the register of securities holders.

5. DISTRIBUTION OF PROFIT. DIVIDENDS OF THE COMPANY

5.1. The Company's financial year coincides with the calendar year.

5.2. The results of the financial year shall be approved by the annual General Meeting of Shareholders.

5.3. The Company's net profit remains at the Company's disposal and, by resolution of the General Meeting of Shareholders is distributed among shareholders as dividends on shares, and is also allocated to the formation of funds provided for by these Articles of Association.

5.4. The Company may, based on the results of the first quarter, half-year, nine months of the reporting year and (or) based on the results of the reporting year, adopt decisions (declare) on payment of dividends on placed shares, unless otherwise established by the JSC Law

The resolution on the payment (declaration) of dividends is adopted by the General Meeting of Shareholders.

Resolution on the payment (declaration) of dividends based on the results of the first quarter, of the first half-year and nine months of the reporting year may be adopted within three months after the end of the relevant period.

5.5. Dividends shall be paid in cash.

5.6. The date as of which persons entitled to receive dividends are determined in accordance with the resolution on the payment (declaration) of dividends may not be set earlier than 10 (Ten) days or later than 20 (Twenty) days from the date that resolution is adopted.

5.7. The period for payment of dividends to persons registered in the register of shareholders shall not exceed 25 (Twenty-five) business days from the date as of which the persons are determined, entitled to receive dividends.

5.8. Dividends in cash shall be paid by bank transfer by the Company or on its behalf by the Registrar or a credit institution.

6. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

6.1. Each ordinary share grants its holder (shareholder) the same scope of rights:

- the right to participate (in person or through a representative) in the General Meeting of Shareholders of the Company with voting rights on all matters within its competence;
- the right to receive dividends;
- the right to receive a portion of the Company's property in the event of its liquidation;
- the right to receive information on the Company's activities, the right to review accounting and other documents in the manner established by the JSC Law
- the right to demand that the Company repurchase all or part of the shares owned by them in cases provided for by these Articles of Association, the JSC Law, and in other cases provided for by Russian Federation legislation;
- the right to request and receive copies (extracts) of minutes and resolutions of the General Meeting,

as well as copies of resolutions of other management bodies of the Company;

- the right to demand the expulsion of another shareholder from the Company through court proceedings with payment to it of the actual value of its participation interest, if such shareholder by its actions (inaction) caused substantial harm to the Company or otherwise materially impedes its activities and the achievement of the Company's objectives.

- other rights granted by the current legislation of the Russian Federation

6.2. A share does not grant voting rights until it has been fully paid for, except as provided by these Articles of Association and the legislation of the Russian Federation.

6.3. A shareholder shall:

- pay for shares in the manner, amounts, methods and within the time limits established by the JSC Law, this Charter;

- be guided in their activities by the legislation of the Russian Federation, these Articles of Association, resolutions of the Company's management bodies in accordance with their competence;

- ensure the confidentiality of information on the Company's activities;

- perform other duties provided for by the legislation of the Russian Federation

7. PROPERTY, FUNDS, ACCOUNTING AND REPORTING

7.1. The Company owns separate property recorded on a separate balance sheet.

7.2. A reserve fund shall be created in the Company in the amount of 5 % of the authorized capital of the Company through mandatory annual contributions in the amount of 5 % of net profit until the fund reaches the established amount.

7.3. The Company's reserve fund is intended to cover the Company's losses, as well as for redemption of bonds and repurchase of the Company's shares in the absence of other funds.

The reserve fund may not be used for other purposes.

7.4. Accounting shall be maintained by the Company's chief accountant, appointed by the General Director.

7.5. Responsibility for the organization, condition and reliability of accounting in the Company, timely submission of the annual report and other financial statements to the relevant authorities, as well as information on the Company's activities, provided to shareholders and other persons shall be borne by the Company's General Director in accordance with the JSC Law, other legal acts of the Russian Federation and these Articles of Association.

7.6. The Company's document flow shall be organized by the General Director.

8. MANAGEMENT OF THE COMPANY.

8.1. The Company's governing bodies:

- General Meeting of Shareholders;

- Board of Directors;

- sole executive body (General Director).

9. GENERAL MEETING OF SHAREHOLDERS

9.1. The highest governing body of the Company is the general meeting of shareholders (hereinafter, the General Meeting).

The Company shall hold an annual General Meeting once a year. General Meetings, held in addition to the annual meeting are extraordinary.

The annual General Meeting must be held during the period from 01 March to 30 June inclusive in the year following the reporting year.

9.2. The following matters fall within the competence of the General Meeting:

- 1) amendments and additions to the Articles of Association or approval of the Articles of Association in a new version;

- 2) reorganization of the Company;

- 3) liquidation of the Company, appointment of a liquidation commission and approval

interim and final liquidation balance sheets;

4) determination of the number, par value, category (type) of authorized shares and the rights granted by these shares;

5) increase of the Company's authorized capital by increasing the par value of shares or by placing additional shares, including within the number of authorized shares;

6) reduction of the Company's authorized capital by reducing the par value of shares, acquisition by the Company of a portion of shares for the purpose of reducing their total number, as well as by cancellation of shares acquired or repurchased by the Company;

7) appointment of the Company's audit firm (individual auditor);

8) payment (declaration) of dividends based on the results of the first quarter, half-year, nine months of the reporting year;

9) approval of the annual report, annual accounting (financial) statements of the Company;

10) distribution of profits (including payment (declaration) of dividends, except for the payment (declaration) of dividends based on the results of the first quarter, half-year, 9 months of the reporting year) and the Company's losses based on the results of the reporting year;

11) election of members of the Counting Commission and early termination of their powers;

12) share split and consolidation;

13) adoption of resolutions on consent to enter into or subsequent approval of transactions, in which there is an interest, in cases provided for by the JSC Law;

14) adoption of resolutions on consent to enter into or subsequent approval of major transactions in cases provided for by the JSC Law,

15) acquisition by the Company of placed shares in the cases provided for by the JSC Law and this Charter;

16) adoption of a decision on participation in financial-industrial groups, associations and other associations of commercial organizations;

17) approval of internal documents regulating the activities of the Company's management bodies;

18) resolution of other matters provided for by the JSC Law, the Civil Code of the Russian Federation and these Articles of Association.

9.3. Matters within the competence of the General Meeting may not be delegated to the Company's General Director or Board of Directors for decision, except for matters provided for by the JSC Law.

The General Meeting may not consider or make decisions on matters not assigned to its competence by the JSC Law

10. PROCEDURE FOR PREPARATION, CONVENING AND HOLDING THE GENERAL MEETING OF SHAREHOLDERS

10.1. When preparing for the general meeting of shareholders, the Company's Board of Directors determines:

1) the form of holding the general meeting of shareholders (meeting or absentee voting);

2) the date, place and time of the general meeting of shareholders or, in the event of holding the general meeting of shareholders in the form of absentee voting, the deadline for receiving voting ballots;

3) the postal address to which completed ballots may be sent if voting is conducted by ballots in accordance with Article 60 of the Federal Law "On Joint-Stock Companies", as well as the email address to which completed ballots may be sent and/or the website address on the Internet where an electronic ballot form may be completed;

4) the date for determining (recording) persons entitled to participate in the general meeting of shareholders;

5) the deadline for accepting shareholders' proposals for nominating candidates for election to the Company's Board of Directors, if the agenda of the extraordinary general meeting of shareholders contains the issue of election of members of the Company's Board of Directors;

6) the agenda of the general meeting of shareholders;

7) procedure for notifying shareholders of the general meeting of shareholders;

8) list of information (materials) provided to shareholders in preparation for holding the general meeting of shareholders, and the procedure for providing it;

9) the form and text of voting ballots, where voting is conducted by ballots, as well as the wording of resolutions on agenda items of the general meeting of shareholders that must be sent electronically (as electronic documents) to nominee holders of shares registered in the Company's shareholder register.

By resolution of the Company's Board of Directors, information and communication technologies may be used when a general meeting of shareholders is held as a meeting (joint attendance of shareholders), enabling remote participation, discussion of agenda items and adoption of decisions on matters put to a vote without being present at the meeting venue.

The possibility of remote participation in the general meeting of shareholders, completion of electronic ballot forms on the website in the information and telecommunications network Internet shall be determined by the Company's board of directors when deciding matters related to preparation for holding the general meeting of shareholders

10.2. The agenda of the Company's general meeting of shareholders shall be determined by the Board of Directors during preparation for holding the general meeting of shareholders.

10.3. Notice of the general meeting of shareholders must be given at least 21 (Twenty-one) days before the meeting date, or at least 30 (Thirty) days before that date if the agenda includes the reorganization of the Company.

Within the specified periods, notice of the general meeting of shareholders must be communicated to persons entitled to participate in the general meeting of shareholders and registered in the Company's shareholder register by posting its text on the website of the Company in the information and telecommunications network "Internet" on the page www.vidnn.ru, or by sending registered letters, or by delivery against signature.

The information (materials) to be provided to persons entitled to participate in the Company's general meeting of shareholders during its preparation includes:

1) the Company's annual report;

2) annual accounting (financial) statements, audit report on the results of the audit of such statements, should the Company decide to conduct an audit of the annual accounting (financial) statements;

3) information about the candidate(s) for the Board of Directors, executive bodies of the Company;

4) draft amendments and additions to the Company's charter or draft charter of the Company in the new version;

5) draft internal documents of the Company approved by the general meeting of shareholders;

6) draft resolutions of the general meeting of shareholders;

7) other information (materials) in accordance with the resolution of the Company's board of directors;

For 20 days before the general meeting of shareholders, or for 30 days if its agenda includes the reorganization of the Company, information (materials) to be provided to persons entitled to participate in the Company's general meeting of shareholders during its preparation

must be available for review at the premises of the sole executive body—the Company's General Director—and at other locations whose addresses are specified in the notice of the general meeting of shareholders.

10.4. The general meeting of shareholders of the Company shall be held at the location of the Company. The address of the meeting venue shall be determined by the Company's Board of Directors.

10.5. An extraordinary general meeting of shareholders of the Company shall be held by decision of the Board of Directors on the basis of:

1) initiative of the Company's Board of Directors;

2) requests of the audit organization (individual auditor) of the Company;

3) requests of the Company's shareholder(s) holding at least 10 (ten) percent of the Company's voting shares as of the date the demand is submitted.

10.6. An extraordinary general meeting of shareholders convened at the request of the Company's audit organization (individual auditor) or shareholder(s) holding at least 10 (Ten) percent of the Company's voting shares must be held within 40 (Forty) days of submission of the request, or within 75 (Seventy-five) days of submission if the proposed agenda includes the election of members of the Company's Board of Directors.

10.7. A resolution of the General Meeting on a matter put to a vote is adopted by a majority of the votes of shareholders holding the Company's voting shares and participating in the General Meeting, unless these Articles of Association or the JSC Law provide otherwise.

The General Meeting may not make decisions on matters not included in the agenda of the General Meeting, as well as amend the agenda, except in cases if, when adopting a decision not included in the agenda of the General Meeting, or when amending the agenda of the General Meeting, all shareholders of the Company were present.

10.8. Resolutions on the matters specified in subclauses 1-4, 14, 15 of Clause 9.2 of these Articles of Association, are adopted by the General Meeting by a 3/4 majority of votes of shareholders— holders of voting shares participating in the General Meeting.

10.9. The chairperson at the general meeting of shareholders shall be the Chairperson of the Company's Board of Directors, and in their absence—a person appointed by the Board of Directors of the Company.

Secretary of the general meeting of shareholders is a person, appointed by the chairperson at the general meeting of shareholders.

10.10. A resolution of the general meeting of shareholders may also be adopted by conducting absentee voting.

10.11. A general meeting of shareholders whose agenda includes election of the Company's Board of Directors, appointment of the Company's audit organization (individual auditor) if the Company decides to audit its annual accounting (financial) statements, or approval of the Company's annual report and annual accounting (financial) statements may not be held by absentee voting.

10.12. A general meeting of shareholders held in the form of a meeting shall be opened if by the time of its commencement, there is a quorum on at least one of the matters, included in the agenda of the general meeting of shareholders.

Registration of persons entitled to participate in the general meeting of shareholders who did not register before it opened shall end no earlier than the completion of discussion of the last agenda item for which there is a quorum.

10.13. A general meeting of shareholders is duly constituted (has a quorum) if it is attended by shareholders holding, in aggregate, more than half of the votes attached to the placed

voting shares of the Company.

10.14. Shareholders are deemed to have participated in the general meeting of shareholders if they have registered to participate, including on the website specified in the meeting notice, or if their ballots have been received or their electronic ballot forms have been completed on the website specified in that notice no later than two days before the meeting date.

10.15. Shareholders are deemed to have participated in a general meeting held by absentee voting if their ballots have been received or their electronic ballot forms have been completed on the website specified in the meeting notice before the deadline for receiving ballots.

10.16. Shareholders are also deemed to have participated in the general meeting if, in accordance with Russian Federation securities legislation, they have given voting instructions to the persons recording their rights to shares and notices of their voting intentions are received no later than two days before the meeting date or before the ballot-receipt deadline for a meeting held by absentee voting.

10.17. If the agenda of the general meeting includes matters on which different groups of voters vote, the quorum for deciding each such matter is determined separately.

The absence of a quorum for matters voted on by one group of voters does not prevent decisions on matters voted on by another group for which a quorum exists.

10.18. If no agenda item has a quorum by the starting time of the general meeting of shareholders, the opening of the meeting may be postponed, but by no more than 2 (Two) hours.

10.19. If an annual general meeting of shareholders lacks a quorum, a repeat meeting with the same agenda must be held. If an extraordinary general meeting lacks a quorum, a repeat meeting with the same agenda may be held.

10.20. A repeat general meeting of shareholders is duly constituted (has a quorum) if it is attended by shareholders holding, in aggregate, at least 30 percent of the votes attached to the Company's placed voting shares.

10.21. If a repeat general meeting is held less than 40 days after the meeting that failed to take place, the persons entitled to participate are determined (recorded) as of the same date on which the persons entitled to participate in the failed meeting were determined (recorded).

10.22. Voting on matters on the agenda of the general meeting of shareholders may be carried out by voting ballots.

10.23. Where voting is conducted by ballots, the requirements of Articles 60, 61 of the Federal Law "On Joint-Stock Companies" must be observed.

10.24. The voting ballot shall contain the information specified in Clause 4 of Article 60 of the Federal Law "On Joint-Stock Companies", as well as other information, specified in the legislation of the Russian Federation.

10.25. In the event that a general meeting of shareholders is held with the possibility of completing electronic ballot forms on the website in the information and telecommunications network Internet, the address of which is specified in the notice of the general meeting of shareholders, persons entitled to participate in the general meeting of shareholders may complete

an electronic voting ballot form on the website on the Internet.

Remote registration, participation and voting at the general meeting of shareholders without being present at the venue are carried out by logging in and completing electronic ballot forms on the website on the Internet whose address is specified in the meeting notice.

10.26. Resolutions adopted by the general meeting of shareholders and voting results must be communicated to persons on the list of those entitled to participate, as a voting-results report using the procedure for giving notice of the meeting, no later than 4 (Four) business days after the meeting closes or after the ballot-receipt deadline for a meeting held by absentee voting.

10.27. Adoption of a resolution by the Company's general meeting of shareholders and the identity of the persons present when it is adopted are confirmed either by the person maintaining the Company's shareholder register while performing the functions of the Counting Commission, or by a notary.

11. BOARD OF DIRECTORS

11.1. The Board of Directors of the Company exercises general management of the activities of the Company, except for the resolution of matters assigned by these Articles of Association to the competence of the General Meeting.

11.2. The following matters fall within the competence of the Board of Directors:

- 1) determination of the priority areas of the Company's activities;
- 2) convening annual and extraordinary general meetings of shareholders, except for cases provided for by paragraph 8 of Article 55 of the JSC Law
- 3) approval of the agenda of the General Meeting;
- 4) setting the determination date (recording) of persons entitled to participate in General Meeting, and other matters related to the preparation and holding of the General meeting;
- 5) placement by the Company of bonds or other issue-grade securities, except for shares;
- 6) determination of the price (monetary valuation) of property, placement price or procedure for its determination and redemption price of issue-grade securities;
- 7) approval of the resolution on issuance of the Company's shares and issue-grade securities of the Company convertible into its shares;
- 8) acquisition of bonds and other securities placed by the Company in cases provided for by the JSC Law or other federal laws;
- 9) determining the fee for the auditor's services and recommending the amounts of remuneration and compensation paid to members of the Company's Audit Commission;
- 10) recommendations on the amount of dividends on shares and the procedure for their payment;
- 11) use of the reserve fund and other funds of the Company;
- 12) formation of the Company's sole executive body, early termination of his powers;
- 13) approval of the Company's internal documents, except for internal documents governing the activities of the Company's management bodies;
- 14) establishment of branches and opening of representative offices of the Company;
- 15) consent to enter into or subsequent approval of transactions in the cases, provided for by the JSC Law;
- 16) consent to enter into or subsequent approval of interested-party transactions as provided for by Chapter XI of the JSC Law;
- 17) approval of the Company's Registrar and the terms of the agreement with it, as well as termination of the contract with him;

18) adoption of decisions on the Company's participation and termination of participation in other organizations (except for the organizations specified in subclause 16 of clause 8.3 of these Articles of Association);

19) other matters provided for by the JSC Law and these Articles of Association.

11.3. Matters falling within the competence of the Company's Board of Directors may not be transferred for decision to the Company's executive body.

11.4. The Company's Board of Directors, consisting of 5 (Five) persons, is elected by the General Meeting for a term ending at the next annual General Meeting. If the annual General Meeting is not held within the time limits prescribed by the JSC Law, the Board's powers terminate, except for the powers to prepare, convene and hold the annual General Meeting.

By resolution of the General Meeting, the powers of all members of the Board of Directors may be terminated early.

11.5. Members of the Board of Directors shall be elected by cumulative voting.

11.6. The work of the Board of Directors shall be led by the Chairperson of the Company's Board of Directors, who is elected by the members of the Board of Directors from among themselves by a majority of votes.

The General Director may not simultaneously be the Chairman of the Board of Directors of the Company.

The Company's Board of Directors may re-elect its chairperson at any time.

11.7. The Chairperson of the Company's Board of Directors:

- organizes the work of the Board of Directors;
- convenes meetings of the Board of Directors and chairs them;
- organizes the keeping of minutes at meetings;
- chairs the General Meeting.

11.8. In the absence of the Chairperson of the Board of Directors, their functions shall be performed by one of the members of the Board of Directors by decision of the Company's Board of Directors.

12. SOLE EXECUTIVE BODY

12.1. The Company's day-to-day activities are managed by its sole executive body—the General Director—who is accountable to the General Meeting and the Company's Board of Directors.

12.2. Formation of the Company's sole executive body and termination of its powers shall be exercised by resolution of the Company's Board of Directors.

12.3. The General Director shall be elected from among the Company's shareholders or other persons.

12.4. The General Director shall act on behalf of the Company without a power of attorney, represents its interests, enters into transactions on behalf of the Company, approves the staffing structure, issues orders and gives instructions binding on all employees of the Company.

12.5. An employment contract with a person elected to the position of General Director, on behalf of the Company, is signed by the Chairman of the Company's Board of Directors.

12.6. The rights and duties of the General Director in managing the day-to-day activities of the Company are determined by legal acts of the Russian Federation, these Articles of Association and the employment agreement

12.8. The General Director of the Company:

- organizes the implementation of resolutions of the General Meeting and the Board of Directors;
- disposes of the Company's property within the limits established by these Articles of Association and applicable legislation of the Russian Federation,
- approves the rules, procedures and other internal documents of the Company, determines the organizational structure of the Company, except for documents, approved by the General Meeting;
- approves the staffing schedule of the Company, branches and representative offices;
- hires and dismisses employees, including appoints and dismisses his deputies, chief accountant, heads of divisions, branches and representative offices;

- in the manner established by the legislation of the Russian Federation, rewards the Company's employees and also imposes disciplinary sanctions on them;
- opens settlement, foreign currency and other accounts of the Company with banks, enters into agreements and enters into other transactions;
- approves contractual prices for products and service rates;
- organizes accounting and reporting;
- issues powers of attorney for the right to represent the Company, including powers of attorney with the right of substitution;
- resolves other matters of the Company's current activities.

13. CONTROL OF THE COMPANY'S FINANCIAL AND ECONOMIC ACTIVITIES

13.1. Control over the financial and business activities of the Company shall be exercised by the Audit Commission consisting of 3 (Three) persons.

13.2. The Audit Commission is elected at the General Meeting in compliance with the requirements of Clause 4.24 of Bank of Russia Regulation No. 660-П dated 16.11.2018 "On General Meetings of Shareholders".

13.3. The procedure for the activities of the Audit Commission shall be determined by an internal Company document approved by the General Meeting.

13.2. For the annual audit of its annual accounting (financial) statements, the Company engages an audit organization (individual auditor) that has no property interests linking it to the Company or its shareholders.

13.3. An audit organization (individual auditor) shall audit financial and business activities of the Company on the basis of an agreement concluded with the Company.

13.4. The General Meeting approves the Company's audit organization (individual auditor) and the fee for its services.

14. TRANSFORMATION AND LIQUIDATION OF THE COMPANY

14.1. The Company is entitled to transform into a limited liability company, or into a production cooperative, or into a non-profit partnership.

14.2. Upon transformation of the Company, to the newly established legal entity all rights and obligations of the Company are transferred in accordance with the transfer deed.

14.3. The Company may be liquidated voluntarily in accordance with the procedure established by the Civil Code of the Russian Federation, subject to the requirements of the Law on Joint-Stock Companies, as well as by court decision on the grounds, stipulated by the Civil Code of the Russian Federation

14.4. In the event of voluntary liquidation, the General Meeting decides on the Company's liquidation and the appointment of a liquidation commission.

14.5. From the moment the liquidation commission is appointed, all powers shall pass to it for management of the Company's affairs.

The liquidation commission shall carry out the Company's liquidation procedure in the manner established by Russian Federation legislation, represents the Company in court.

14.6. The liquidation of the Company shall be deemed completed, and the Company shall be deemed to have ceased existence from the moment the state registration authority enters the relevant entry in the Unified State Register of Legal Entities.

SOURCE TEXT REFERENCE

1: The revised founding document of the legal entity with OGRN 1025203014187 was submitted when the entry dated 27.02.2024, under State Registration Number (GRN) 2245200135090, was entered in the Unified State Register of Legal Entities.

1: THE DOCUMENT IS SIGNED WITH AN ENHANCED QUALIFIED ELECTRONIC SIGNATURE. Electronic signature certificate details:

1: Certificate: the identifier shown in the preserved original. Owner: Irina Lvovna Sporysheva, Deputy Head of the Inspectorate. Valid from 31.03.2023 to 23.06.2024.

1: APPROVED by the general meeting of shareholders of Closed Joint-Stock Company "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Operations". Minutes dated 15 January 2024.

1: ARTICLES OF ASSOCIATION OF JOINT-STOCK COMPANY "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Operations"

1: (revised edition)

1: Nizhny Novgorod 2024